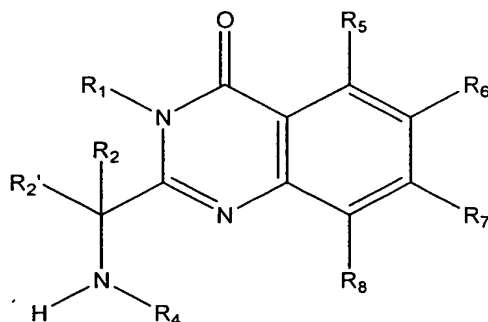


In the Claims:

This listing of claims will replace all prior versions, and listings, or claims in the application:

1-30. (Cancelled)

31. (Currently Amended) A compound having the following structure:



wherein:

R₁ is chosen from hydrogen, alkyl, aryl, alkylaryl, heteroaryl, alkylheteroaryl, substituted alkyl, substituted aryl, substituted alkylaryl, substituted heteroaryl, and substituted alkylheteroaryl;

R₂ and R₂' are independently chosen from hydrogen, alkyl, oxaalkyl, aryl, alkylaryl, heteroaryl, alkylheteroaryl, substituted alkyl, substituted aryl, substituted alkylaryl, substituted heteroaryl, and substituted alkylheteroaryl; provided that R₂ and R₂' are different; or R₂ and R₂' taken together form a 3- to 7-membered ring;

R₄ is chosen from substituted benzyl, heterocyclyl and R₁₆-alkylene-;

R₅, R₆, R₇ and R₈ are independently chosen from hydrogen, alkyl, alkoxy, halogen, fluoroalkyl, nitro, dialkylamino, alkylsulfonyl, alkylsulfonamido, sulfonamidoalkyl, sulfonamidoaryl, alkylthio, carboxyalkyl, carboxamido, aminocarbonyl, aryl and heteroaryl;

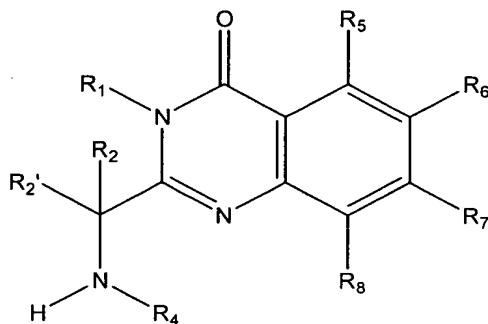
R₁₆ is chosen from alkoxy, amino, alkylamino, dialkylamino, N-heterocyclyl and substituted N-heterocyclyl;

wherein the stereogenic center to which R₂ and R₂' are attached is of the R configuration,

or a pharmaceutically acceptable salt thereof.

32-49. (Cancelled)

50. (Currently Amended) A compound having the following structure:



wherein:

R₁ is chosen from hydrogen, lower alkyl, substituted lower alkyl, benzyl, substituted benzyl, phenyl, naphthyl and substituted phenyl;

R₂ is chosen from ~~hydrogen~~, lower alkyl and substituted lower alkyl and R₂' is hydrogen;

R₄ is chosen from lower alkyl, cyclohexyl; phenyl substituted with hydroxy, lower alkoxy or lower alkyl; benzyl; substituted benzyl, heterocyclyl, heteroarylmethyl; heteroarylethyl; heteroarylpropyl and R₁₆-alkylene-; wherein R₁₆ is di(lower alkyl)amino, (lower alkyl)amino, amino, lower alkoxy, or N-heterocyclyl;

R₅, R₆, R₇ and R₈ are independently chosen from hydrogen, alkyl, alkoxy, halogen, fluoroalkyl, nitro, dialkylamino, alkylsulfonyl, alkylsulfonamido, sulfonamidoalkyl, sulfonamidoaryl, alkylthio, carboxyalkyl, carboxamido, aminocarbonyl, aryl and heteroaryl;

wherein the stereogenic center to which R₂ and R₂' are attached is of the R configuration,

or a pharmaceutically acceptable salt thereof.

51 -59. (Cancelled)

60. (Currently Amended) A **pharmaceutical** composition comprising a pharmaceutically acceptable excipient and a compound or salt of Claim 31.

61 (Withdrawn) The composition according to claim 60, wherein said composition further comprises a taxane.

62. (Withdrawn) The composition according to claim 60, wherein said composition further comprises a vinca alkaloid.

C1 63. (Withdrawn) The composition according to claim 60, wherein said composition further comprises a topoisomerase I inhibitor.

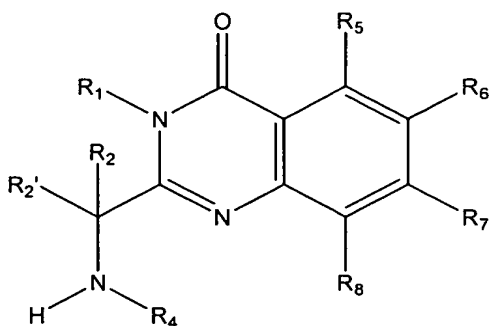
64. (Currently Amended) A **pharmaceutical** composition comprising a pharmaceutically acceptable excipient and a compound or salt of Claim 50 31.

65 (Withdrawn) The composition according to claim 64, wherein said composition further comprises a taxane.

66. (Withdrawn) The composition according to claim 64, wherein said composition further comprises a vinca alkaloid.

67. (Withdrawn) The composition according to claim 64, wherein said composition further comprises a topoisomerase I inhibitor.

68. (Re-presented – formerly dependent claim 51) A compound having the following structure:



wherein

C1

R₁ is chosen from lower alkyl, benzyl, substituted benzyl and substituted phenyl;

R₂ is hydrogen or lower alkyl;

R₂' is hydrogen;

R₄ is R₁₆-alkylene-;

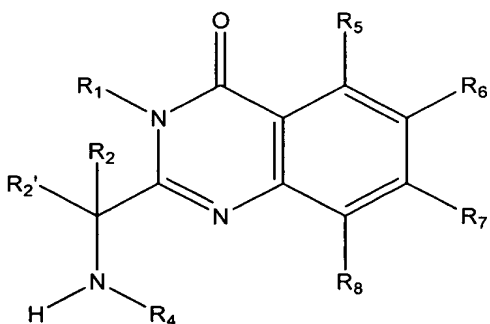
R₇ is hydrogen, fluoro, chloro or methyl;

R₅, R₆ and R₈ are hydrogen; and

R₁₆ is chosen from di(lower alkylamino), (lower alkyl)amino, amino, pyrrolidinyl, piperidinyl, imidazolyl and morpholinyl.

69. (New) The compound according to claim 68, wherein the stereogenic center to which R₂ and R₂' are attached is of the R configuration

70. (New) A compound having the following structure:

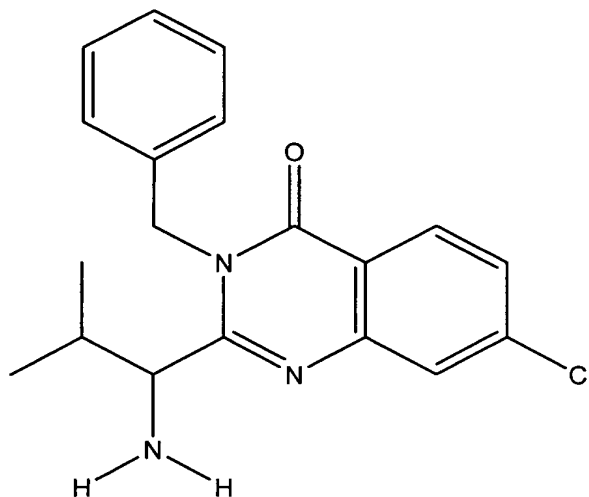


wherein

R_1 is chosen from lower alkyl, benzyl, substituted benzyl and substituted phenyl;
 R_2 is lower alkyl;
 R_2' is hydrogen;
 R_4 is substituted benzyl, heterocyclyl, or R_{16} -alkylene-;
 R_6 and R_7 are chosen from hydrogen and halo;
 R_5 and R_8 are hydrogen; and
 R_{16} is chosen from di(lower alkyl)amino, (lower alkyl)amino, amino, pyrrolidinyl, piperidinyl, imidazolyl and morpholinyl.

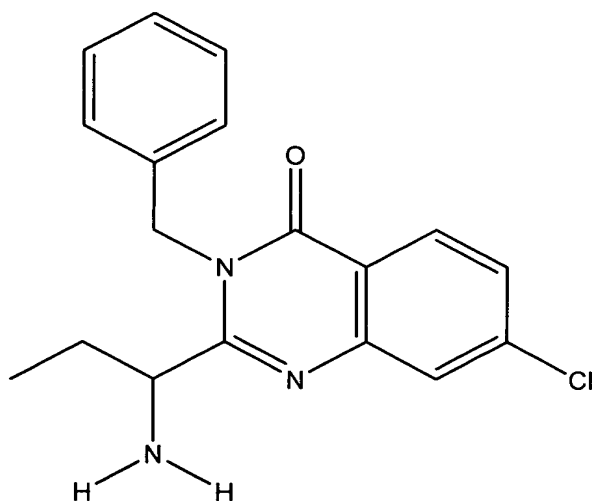
71. (New) The compound according to claim 70, wherein the stereogenic center to which R_2 and R_2' are attached is of the R configuration.

72. (New) A compound having the following structure:



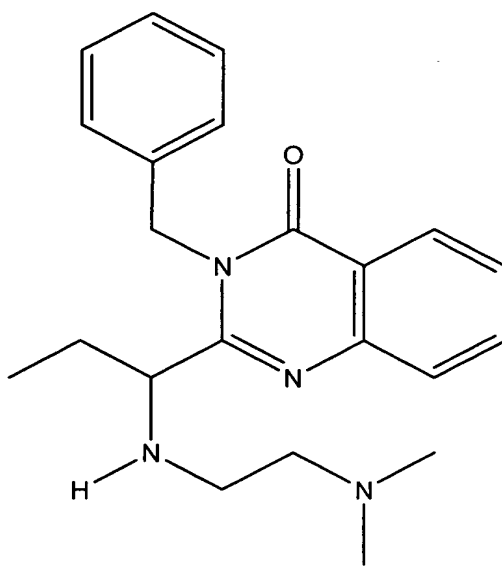
73. (New) The compound according to claim 72, wherein the chiral center is of the R configuration.

74. (New) A compound having the following structure:



75. (New) The compound according to claim 74, wherein the chiral center is of the R configuration.

76. (New) A compound having the following structure:



77. (New) The compound according to claim 76, wherein the chiral center is of the R configuration.